

APR 17 '08

9-49 AM

SURFACE TRANSPORTATION BOARD



April 17, 2008

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached one (1) original of the Memorandum of Car Leasing Agreement dated as of April 15, 2008 between the following parties:

Lessee: P.H. Glatfelter Company
PO Box 2500
Chillicothe, OH 45601

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (55) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Car Leasing Agreement dated as of April 15, 2008 related to fifty-five (55) railcars bearing reporting marks: NAFX 54009-54065, sporadic.

Please file this agreement as a primary document. The filing fee in amount of \$35.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062

Sincerely,

Julie M. Woodard
Documentation Coordinator

APR 17 '08

9-49 AM

MEMORANDUM OF
CAR LEASING AGREEMENT
RIDER NO.3 RENEWAL 1

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF CAR LEASING AGREEMENT** ("Memorandum of Lease") entered into this 15th day of April, 2008, is intended to evidence the lease dated as of August 10, 2007 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **P.H. GLATFELTER COMPANY**, ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C 11301. Lessee has the right to use the fifty-five (55) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: Name: James H. GoetzTitle: Executive Vice President & CFODate: April 15, 2008

EXHIBIT A

To the Memorandum of Lease dated April 15, 2008, between The David J. Joseph Company and P.H. Glatfelter.

DESCRIPTION OF UNITS

Fifty-five railcars bearing reporting marks:

NAFX	54009
NAFX	54010
NAFX	54011
NAFX	54012
NAFX	54013
NAFX	54014
NAFX	54016
NAFX	54017
NAFX	54019
NAFX	54020
NAFX	54021
NAFX	54022
NAFX	54023
NAFX	54024
NAFX	54025
NAFX	54026
NAFX	54027
NAFX	54028
NAFX	54029
NAFX	54030
NAFX	54031
NAFX	54032
NAFX	54033
NAFX	54034
NAFX	54035
NAFX	54036
NAFX	54037
NAFX	54038
NAFX	54039
NAFX	54040
NAFX	54041
NAFX	54042
NAFX	54043
NAFX	54044
NAFX	54045
NAFX	54046
NAFX	54047
NAFX	54048
NAFX	54049
NAFX	54050
NAFX	54051
NAFX	54052
NAFX	54053
NAFX	54054

NAFX	54056
NAFX	54057
NAFX	54058
NAFX	54059
NAFX	54060
NAFX	54061
NAFX	54062
NAFX	54063
NAFX	54064
NAFX	54065